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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:

CLARK RETAIL ENTERPRISES, INC., a
Delaware corporation; and CLARK RETAIL
GROUP, INC., a Delaware corporation

Debtors.

Case No. 02-40045 (JHS)
Chapter 11
(Jointly Administered with
Case No. 02-40046 (JHS))
Hon. John H. Squires

[This Pleading Applies To Both Cases]

Hearing Date: November 26, 2002
Hearing Time: 8:30 a.m.

**ORDER PURSUANT TO 11 U.S.C. § 105(a) AND BANKRUPTCY RULE 3003(c)(3):
(I) ESTABLISHING PROCEDURES AND DEADLINES FOR FILING PROOFS OF
CLAIM BY ALL CREDITORS; (II) ESTABLISHING
ENFORCEMENT MECHANISMS FOR FAILURE TO COMPLY THEREWITH;
AND (III) APPROVING FORM AND SCOPE OF NOTICE OF CLAIMS BAR DATE,
PROOF OF CLAIM, AND PUBLICATION NOTICE**

Upon the Motion dated November 15, 2002 (the "Motion") wherein Clark Retail Enterprises, Inc. ("CRE") and Clark Retail Group, Inc. ("CRG"), debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), applied to this Court for an order ("Order"), pursuant to section 105(a) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") and Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (a) setting final dates and procedures for filing proofs of claim; and (b) approving the form and manner of notice thereof, the Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; (iv) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further

notice is necessary; and (v) upon the record herein after due deliberation thereon, it appearing that good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is hereby GRANTED.
2. The procedures and deadlines for the filing of proofs of claim in the

Debtors' cases are as follows:

(a) An original of all proofs of claim shall be sent to Logan & Company, Inc. ("Logan"), the Debtors' Claims Agent, at the following address:

Logan & Company
Attn: Clark Retail Claims Processing Department
546 Valley Road
Upper Montclair, New Jersey 07043

(b) Any party that wishes to receive acknowledgement from Logan that its proof of claim has been received shall provide an additional copy of the proof of claim and a postage-paid, self-addressed envelope.

(c) A proof of claim shall not be deemed timely filed unless the original of such proof of claim is actually received by Logan by the deadlines set forth below. Logan will not accept proofs of claim transmitted via facsimile, telecopy, or electronic transmission.

(d) Except as provided for below, March 14, 2003 at 4:00 p.m. (Prevailing Central Time), shall be fixed as the last date and time by which creditors may file proofs of claim against the Debtors' estates.

(e) April 15, 2003 at 4:00 p.m. (Prevailing Central Time), shall be fixed as the last date and time by which co-debtors, sureties, guarantors, or other entities with claims on behalf of creditors may file proofs of claim against the estates, pursuant to section 501(b) of the Bankruptcy Code and Bankruptcy Rule 3005;

(f) May 16, 2003 at 4:00 p.m. (Prevailing Central Time), shall be fixed as the last date and time by which Governmental Units (as defined in the

Bankruptcy Code) may file proofs of claim against the estates, pursuant to section 502(b)(9) of the Bankruptcy Code;

(g) The following persons or entities shall not be required to file a proof of claim on or before the Bar Date:

(i) Any person or entity that has already properly filed a proof of claim against the Debtors in accordance with the procedures set forth in this Order;

(ii) Any person or entity: (1) whose claim is listed on the Debtors' schedules and statement of financial affairs (the "Schedules"); (2) whose claim is not described as "disputed", "contingent", or "unliquidated"; and (3) who does not dispute the amount, nature, or priority of the claim for such person or entity, as set forth in the Schedules;

(iii) Except as otherwise provided herein, any person or entity having a claim under sections 503(b) or 507(a) of the Bankruptcy Code which constitutes an administrative expense in the Debtors' chapter 11 cases;

(iv) Any person or entity whose claim has been paid in full by the Debtors;

(v) Either of the Debtors, for a claim against one of the Debtors; and

(vi) Any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the Bar Date.

(h) Holders of equity interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests at this time. However, if any such holder (other than either of the Debtors) asserts a claim against either of the Debtors (including a claim relating to such equity interests), a proof of such claim must be filed prior to the Bar Date under the provisions of this Order.

(i) Unless otherwise specified in a confirmed plan of reorganization, any entity that asserts against either of the estates a claim pursuant to section 502(g) of the Bankruptcy Code as a result of the rejection of an executory contract or unexpired lease shall file a proof of claim by the later of: (i) the Bar Date; or (ii) 30 days after the date on which, as appropriate, a lease of nonresidential real property is deemed rejected pursuant to section 365(d)(4) of the Bankruptcy Code, or notice of entry of the order approving the Debtors' rejection of such executory contract or unexpired lease is served.

(j) Unless otherwise specified in a confirmed plan of reorganization, any person or entity that asserts against either of the Debtors' estates a claim pursuant to section 502(h) of the Bankruptcy Code as a result of the recovery of a voidable transfer shall file a proof of claim by the later of: (i) the Bar Date; or (ii) 30 days after service of notice of entry of the order avoiding that transfer.

(k) Unless otherwise specified in a confirmed plan of reorganization, any person or entity that asserts against either of the Debtors' estates a claim pursuant to section 502(i) of the Bankruptcy Code as a result of the assessment of taxes entitled to priority under section 507(a)(8) of the Bankruptcy Code shall file a proof of claim by the later of: (i) the Bar Date; or (ii) 30 days after the date on which such claim arises.

(l) If, after the Bar Date, the Debtors file any amendment to the Schedules to reduce the amount of, delete, or change the status of a liquidated, noncontingent, and undisputed claim previously attributed to a specified creditor, such creditor may file a proof of claim with respect to such rescheduled claim until the later of: (i) the Bar Date; or (ii) 30 days after service of notice of such amendment to the Schedules; provided, however, that any proof of claim filed pursuant to this subparagraph after the Bar Date shall be limited in amount: (x) to the amount previously set forth in a proof of claim timely filed by the entity whose claim has been rescheduled by the Debtors, unless it is appropriate to file an amended claim for a larger amount; or (y) if no such proof of claim timely was filed, to the amount previously designated in the Schedules as a liquidated, noncontingent, and undisputed claim for that entity. If the Debtors amend the Schedules to increase the amount of a claim deemed filed for an entity pursuant to Bankruptcy Code section 1111(a), no extension of the time within which that entity may file a proof of claim shall be granted.

(m) If, after the Bar Date Notice is mailed, the Debtors determine that they failed to provide notice of the Bar Date to a known creditor, then such creditor may file a proof of claim until the later of: (i) the Bar Date; or (ii) sixty (60) days after service

of the Bar Date Notice (as defined below) upon such creditor.

(n) Following the Bar Date (or such other deadline as applicable according to this Order), a creditor may not amend a claim except as permitted by the Bankruptcy Court in accordance with applicable bankruptcy law.

3. Any entity that is required to, but does not, file a proof of claim in compliance with this Order shall have its claim disallowed or subordinated under the terms of a plan of reorganization without further notice or hearing, subject to applicable law only to the extent such law permits this Court to allow the late filing of a proof of claim upon a claimant's demonstration of certain circumstances, such as "excusable neglect."

4. Each proof of claim shall:

(a) Be written in English;

(b) Be denominated in United States dollars;

(c) Conform substantially to the form proof of claim attached hereto as Exhibit "1" (the "Proof of Claim"); and

(d) Indicate the Debtor against which the creditor is asserting a claim.

5. If a creditor has a claim against both of the Debtors, such creditor shall file separate proofs of claim for each Debtor.

6. Logan shall mail by January 10, 2003, a Proof of Claim and the "Notice of Bar Date For Filing Proofs of Claim," a copy of which is attached hereto as Exhibit "2" (the "Bar Date Notice"), via first-class United States mail to: (i) the Office of the United States Trustee; (ii) each member of the Committee; (iii) all known holders of claims listed on the Schedules at the addresses stated therein; (iv) all counter-parties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein; (v) all persons entitled to notice in these cases, pursuant to this Court's prior order limiting notice, and other parties in interest pursuant to Bankruptcy Rules 2002(i), (j), and (k); (vi) the Internal Revenue Service; and (vii) the Securities and Exchange Commission.

7. As set forth in the Motion, the Debtors are hereby granted the authority to

publish notice of the Bar Date, substantially in the form attached hereto as Exhibit "3" (the "Publication Notice"), at the expense of the estates.

8. The procedures for publishing the Publication Notice are adequate and sufficient publication notice of the Bar Date.

Dated: November 26, 2002
Chicago, Illinois



UNITED STATES BANKRUPTCY JUDGE

Exhibit "1"

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, there may be exceptions to these general rules.

THE ORIGINAL OF THIS PROOF OF CLAIM MUST BE SENT SO THAT IT IS **RECEIVED** ON OR BEFORE 4.00 P.M., (PREVAILING CENTRAL TIME), ON MARCH 14, 2003. SEND THE COMPLETED PROOF OF CLAIM FORM BY COURIER SERVICE, HAND DELIVERY OR MAIL TO: LOGAN & COMPANY, INC., ATTN: CLARK RETAIL CLAIMS PROCESSING DEPARTMENT, 546 VALLEY ROAD, UPPER MONTCLAIR, NEW JERSEY 07043.

FACSIMILE OR E-MAIL SUBMISSIONS WILL NOT BE ACCEPTED.

PLEASE READ THE PROOF OF CLAIM FORM CAREFULLY AND FILL IT IN COMPLETELY AND ACCURATELY. PRINT LEGIBLY. YOUR CLAIM MAY BE DISALLOWED IF IT CANNOT BE READ AND UNDERSTOOD. THE PROOF OF CLAIM MUST BE COMPLETED IN ENGLISH. THE AMOUNT OF ANY CLAIMS MUST DENOMINATED IN UNITED STATES CURRENCY.

DEFINITIONS**Debtor**

The person, corporation or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form identifying the amount a creditor believes was owed to it by the debtor at the time the bankruptcy case was filed (i.e., the amount of the creditor's claim).

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (i.e., collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are mortgages on real estate and security interests in cars, trucks, boats, television sets or other items of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (i.e., has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim, it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien does not have sufficient value to satisfy the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority under the Bankruptcy Code and are paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY FILLED IN)**Name of Debtor and Case Number:**

Check the name of the Debtor against which you assert a claim.

Information about Creditor:

Complete the section giving the name, address, telephone number, fax number and tax identification number or social security number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form. Please note that all future correspondence sent by Logan & Company, Inc. will be mailed to the pre-printed name and address as listed in box A on the reverse side, unless you indicate and change the address in box B also on the reverse side.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim

Check the appropriate place if you have an unsecured priority claim and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly a priority claim and partly a nonpriority claim if, for example, the claim is in an amount exceeding the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that, in calculating the amount of your claim, you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or that any asserted security interests have been perfected. If these documents are too lengthy, a summary of such documents may be provided. If documents are not available, you must attach a statement explaining why they are not available.

Exhibit "2"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:

CLARK RETAIL ENTERPRISES, INC., a Delaware
corporation; and CLARK RETAIL GROUP, INC., a Delaware
corporation

Debtors.

Case No. 02-40045 (JHS)
Chapter 11

(Administratively Consolidated with
Case No. 02-40046 (JHS))

Hon. John H. Squires

**BAR DATE: MARCH 14, 2003 at 4:00 p.m.
(PREVAILING CENTRAL TIME)**

NOTICE OF BAR DATE FOR FILING PROOFS OF CLAIM

CHAPTER 11 CASES. On October 15, 2002, Clark Retail Enterprises, Inc. ("CRE") and Clark Retail Group, Inc. ("CRG"), the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court").

BAR DATE ORDER. On _____, 2002, the Bankruptcy Court entered the "Order Pursuant To 11 U.S.C. § 105(a) And Bankruptcy Rule 3003(c)(3): (I) Establishing Procedures And Deadlines For Filing Proofs Of Claim By All Creditors; (II) Establishing Enforcement Mechanisms For Failure To Comply Therewith; And (III) Approving Form And Scope Of Notice Of Claims Bar Date, Proof Of Claim, And Publication Notice" (the "Bar Date Order"). The Bar Date Order sets the dates and procedures for filing a proof of claim ("Proof of Claim") in the Debtors' cases. A copy of the Bar Date Order is available at the Bankruptcy Court's general website address: <http://www.ilnb.uscourts.gov> for a fee of \$.07 per page. The dates and procedures established by the Bar Date Order are set forth below.

PROOFS OF CLAIM. A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim is not included with this notice, you can obtain one: (i) from the Bankruptcy Court's general website address: <http://www.ilnb.uscourts.gov>; (ii) at the Office of the Clerk of the Bankruptcy Court, 7th Floor, 219 S. Dearborn Street, Chicago, Illinois 60601 (the "Clerk's Office"), or at any other bankruptcy clerk's office; or (iii) from Logan & Company, Inc. ("Logan"), the Claims Agent in these cases, at 546 Valley Road, Upper Montclair, New Jersey 07043 (Attn: Clark Retail Claims Processing Department), Phone: _____.

Schedules of the Debtors' creditors were filed pursuant to Bankruptcy Rule 1007 on December _____. You may look at the schedules that have been filed at the Clerk's Office. For each creditor whose claim has been listed in the Schedules, the Debtors have included on the Proof of Claim attached to this Notice a description of: (a) the amount of such creditor's claim, as reflected in the Schedules; (b) the type of claim held by such creditor (i.e., non-priority unsecured, secured, or priority unsecured); (c) whether such claim is disputed, contingent, or unliquidated; and (d) the name of which Debtor owes the claim. If your claim is scheduled and is *not* listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you file a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. **IF YOUR CLAIM IS NOT LISTED AT ALL OR IF YOUR CLAIM IS LISTED AS DISPUTED, CONTINGENT, OR UNLIQUIDATED, THEN YOU MUST FILE A PROOF OF CLAIM OR YOU MIGHT NOT BE PAID ANY MONEY ON YOUR CLAIM AGAINST THE DEBTORS IN THESE BANKRUPTCY CASES.**

If you desire to file a Proof of Claim or transfer of claim, an original of the Proof of Claim must be mailed to Logan at the following address:

Logan & Company
Attn: Clark Retail Claims Processing Department
546 Valley Road
Upper Montclair, New Jersey 07043

Logan will not accept Proofs of Claim transmitted via facsimile, telecopy, or electronic transmission. To receive acknowledgement that your Proof of Claim has been received, you must provide an additional copy and a postage-paid, self-addressed envelope.

Each Proof of Claim filed must: (i) be written in English; (ii) be denominated in United States dollars; (iii) conform substantially to the form Proof of Claim; and (iv) indicate the Debtor against which the creditor is asserting a claim.

Proofs of Claim should NOT be sent directly to the Bankruptcy Court.

BAR DATE FOR FILING PROOFS OF CLAIM: Proofs of Claim must be received by Logan by the deadlines set forth below. A Proof of Claim shall not be deemed timely filed unless the original of such Proof of Claim is actually received by Logan by the deadlines set forth below. **IF YOUR PROOF OF CLAIM IS NOT RECEIVED BY LOGAN BY THE APPROPRIATE DEADLINE, YOU MIGHT NOT BE PAID ANY MONEY ON YOUR CLAIM AGAINST THE DEBTORS IN THESE BANKRUPTCY CASES.**

BAR DATES FOR FILING PROOFS OF CLAIM

CREDITORS. Except as provided for below, **MARCH 14, 2003 AT 4:00 P.M. (PREVAILING CENTRAL TIME)** (the "Bar Date") is the last date and time by which creditors may file Proofs of Claim against the estates.

CO-DEBTORS, SURETIES, GUARANTORS, ETC. April 15, 2003 at 4:00 p.m. (Prevailing Central Time), is the last date and time by which co-debtors, sureties, guarantors, or other entities with claims on behalf of creditors, pursuant to section 501(b) of the Bankruptcy Code and Bankruptcy Rule 3005, may file Proofs of Claim against the estates.

GOVERNMENTAL UNITS. May 16, 2003 at 4:00 p.m. (Prevailing Central Time), is the last date and time by which Governmental Units (as defined in the Bankruptcy Code) may file Proofs of Claim against the estates.

REJECTION OF EXECUTORY CONTRACTS OR UNEXPIRED LEASES. Unless otherwise specified in a confirmed plan of reorganization, any entity that asserts against either of the estates a claim pursuant to section 502(g) of the Code as a result of the rejection of an executory contract or unexpired lease may file a Proof of Claim until the later of: (i) the Bar Date; or (ii) 30 days after the date on which, as appropriate, a lease of nonresidential real property is deemed rejected pursuant to section 365(d)(4), of the Code or notice of entry of the order approving the Debtors' rejection of such executory contract or unexpired lease is served.

RECOVERY OF VOIDABLE TRANSFER. Unless otherwise specified in a confirmed plan of reorganization, any person or entity that asserts against either of the Debtors' estates a claim pursuant to section 502(h) of the Code as a result of the recovery of a voidable transfer may file a Proof of Claim until the later of: (i) the Bar Date; or (ii) 30 days after service of notice of entry of the order avoiding that transfer.

TAX ASSESSMENTS. Unless otherwise specified in a confirmed plan of reorganization, any person or entity that asserts against either of the Debtors' estates a claim pursuant to section 502(i) of the Code as a result of the assessment of taxes entitled to priority under section 507(a)(8) of the Code may file a Proof of Claim until the later of: (i) the Bar Date; or (ii) 30 days after the date on which such claim arises.

HOLDERS OF EQUITY INTERESTS. Holders of equity interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests at this time. However, if any such holder (other than either of the Debtors) asserts a claim against either of the Debtors (including a claim relating to such equity interests), a proof of such claim must be filed prior to the Bar Date under the provisions of the Bar Date Order.

AMENDMENTS TO SCHEDULES. If, after the Bar Date, the Debtors file any amendment to the Schedules to reduce the amount of, delete, or change the status of a liquidated, noncontingent, and undisputed claim previously attributed to a specified creditor, such creditor may file a Proof of Claim with respect to such rescheduled claim until the later of: (i) the Bar Date; or (ii) 30 days after service of notice of such amendment to the Schedules; provided, however, that any Proof of Claim filed pursuant to this paragraph after the Bar Date shall be limited in amount: (x) to the amount previously set forth in a Proof of Claim timely filed by the entity whose claim has been rescheduled by the Debtors, unless it is appropriate to file an amended claim for a larger amount; or (y) if no such Proof of Claim timely was filed, to the amount previously designated in the Schedules as a liquidated, noncontingent, and undisputed claim for that entity. If the Debtors amend the Schedules to increase the amount of a claim deemed filed for an entity pursuant to Bankruptcy Code section 1111(a), no extension of the time within which that entity may file a Proof of Claim shall be granted.

PROOF OF CLAIM NOT REQUIRED. The following persons or entities shall not be required to file a Proof of Claim on or before the Bar Date: (i) Any person or entity that has already properly filed a Proof of Claim against the Debtors in accordance with the procedures set forth in this Notice; (ii) Any person or entity: (1) whose claim is listed on the Schedules; (2) whose claim is not described as "disputed", "contingent", or "unliquidated"; and (3) who does not dispute the amount, nature, or priority of the claim for such person or entity, as set forth in the Schedules; (iii) Except as otherwise provided herein, any person or entity having a claim under sections 503(b) or 507(a) of the Bankruptcy Code which constitutes an administrative expense in the Debtors' chapter 11 cases; (iv) Any person or entity whose claim has been paid in full by the Debtors; (v) Either of the Debtors, for a claim against one of the Debtors; and (vi) Any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the Bar Date.

AMENDMENTS TO PROOFS OF CLAIM. Following the Bar Date (or such other deadline as applicable under these procedures), a creditor may not amend a claim except as permitted by the Bankruptcy Court in accordance with applicable bankruptcy law.

FAILURE TO FILE A PROOF OF CLAIM. Any entity that is required to, but does not, file a Proof of Claim in compliance with these procedures and deadlines **MAY HAVE THEIR CLAIM DISALLOWED OR SUBORDINATED UNDER THE TERMS OF A PLAN OF REORGANIZATION WITHOUT FURTHER NOTICE OR HEARING.**

FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS. Any person or entity, including, without limitation, an individual, partnership, corporation, estate, trust, union, indenture trustee, the U.S. Trustee and governmental units (each, an "Entity") asserting claims against both of the Debtors must file a separate Proof of Claim with respect to each of the Debtors. If a single Proof of Claim shows that the claim is against both Debtors, the Debtors will treat such claim as filed against the Debtor listed first. All Entities must identify on their Proof of Claim the holder or holders of the claim and the particular Debtor against which their claim is asserted. Any claims filed in Case Number 02-40045 (JHS) will be deemed to be filed only against CRE, and any claims filed in Case Number 02-40046 (JHS) will be deemed to be filed only against CRG.

DATED: _____, 2002

Eve H. Karasik, a member of
STUTMAN, TREISTER & GLATT PROFESSIONAL CORPORATION
Reorganization Counsel For the Debtors and Debtors in Possession

Exhibit "3"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

----- X
In re:

CLARK RETAIL ENTERPRISES, INC., a
Delaware corporation; and CLARK RETAIL
GROUP, INC., a Delaware corporation

Debtors.

Case No. 02-40045 (JHS)
Chapter 11
(Jointly Administered with
Case No. 02-40046 (JHS))
Hon. John H. Squires

[This Pleading Applies To Both Cases]

**BAR DATE: MARCH 14, 2003 at 4:00 P.M.
(Prevailing Central Time)**

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**TO ALL ENTITIES WHO MAY HAVE CLAIMS AGAINST CLARK RETAIL
ENTERPRISES, INC. OR CLARK RETAIL GROUP, INC.**

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court") has entered in the above-captioned chapter 11 cases (the "Bankruptcy Cases") an "Order Pursuant To 11 U.S.C. §105(a) And Bankruptcy Rule 3003(c)(3): (I) Establishing Procedures And Deadlines For Filing Proofs Of Claim By All Creditors; (II) Establishing Enforcement Mechanisms For Failure To Comply Therewith; And (III) Approving Form And Scope Of Notice Of Claims Bar Date, Proof Of Claim, And Publication Notice" (the "Bar Date Order"), by which the Bankruptcy Court has established **MARCH 14, 2003, AT 4:00 P.M. PREVAILING CENTRAL TIME** (the "Bar Date"), as the last date and time by which entities may file proofs of claim ("Proofs of Claim") against Clark Retail Enterprises, Inc. ("CRE") and Clark Retail Group, Inc. ("CRG," together with CRE, the "Debtors").

Except as set forth in the Bar Date Order, **ALL PROOFS OF CLAIM IN THE BANKRUPTCY CASES MUST BE ACTUALLY RECEIVED BY LOGAN AND COMPANY, INC. ("LOGAN"), the Claims Agent for the Debtors, BY 4:00 P.M. PREVAILING CENTRAL TIME ON THE BAR DATE.** Proofs of Claim may be filed by mail, by personal messenger, or in person, at the following address:

Logan & Company
Attn: Clark Retail Claims Processing Department
546 Valley Road
Upper Montclair, New Jersey 07043

Logan will not accept Proofs of Claim sent via facsimile, telecopy, or electronic transmission.

ANY PROOFS OF CLAIM FILED AFTER THE BAR DATE, EXCEPT UNDER THE LIMITED CIRCUMSTANCES SET FORTH IN THE BAR DATE ORDER OR AS OTHERWISE ORDERED BY THE COURT, SHALL BE FOREVER BARRED AND DEEMED NULL AND VOID. ANY ENTITY THAT IS REQUIRED TO, BUT DOES NOT, FILE A PROOF OF CLAIM BY THE BAR DATE IN COMPLIANCE WITH THE PROCEDURES SET FORTH IN THE BAR DATE ORDER SHALL BE FOREVER BARRED FROM PARTICIPATING IN THE DEBTORS' ESTATES, VOTING WITH RESPECT TO ANY PLAN OF REORGANIZATION FILED IN THE BANKRUPTCY CASES, AND RECEIVING A DISTRIBUTION UNDER ANY SUCH PLAN OF REORGANIZATION OR OTHERWISE.

IF YOU HAVE ALREADY FILED A PROOF OF CLAIM IN THESE CASES, YOU DO NOT NEED TO RE-FILE YOUR PROOF OF CLAIM.

Parties in interest may obtain a copy of the Bar Date Order at the Bankruptcy Court's general website address: <http://www.ilnb.uscourts.gov> for a fee of \$.07 per page, or by calling Logan at _____.